



# **Code of Conduct 2021**

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## Overview:

This document explains how MAGNUS intends to conduct its business operations. It sets expectations and requirements for our staff, including officers and employees, and also our contracted business partners and agents including specialty service providers and First Tier, Downstream and Related Entities (FDRs) including their officers, employees, subcontractors and agents. All of the individuals and organizations referred to herein are collectively identified as “Covered Persons”. MAGNUS’ employees and staff are referred to as “MAGNUS team members.”

In addition, this Code sets forth the framework for MAGNUS’ Compliance and Fraud Waste and Abuse (FWA) Programs, which are designed to prevent and detect non-compliance and FWA, and to ensure that MAGNUS maintains the highest ethical, business and legal standards in its operations. All Covered Persons are responsible for creating and maintaining an environment in which compliance concerns can be raised, reported, and addressed. Covered Persons are required to adhere to all applicable portions of the Code, and no Covered Person, regardless of position, is exempt from the requirements of the Code.

Each Covered Person shall annually certify, in writing or electronically, that he or she has received, read, understood, and shall abide by this Code. New Covered Persons shall receive the Code and shall complete the required certification upon becoming a Covered Person. In addition, MAGNUS shall, at a minimum, on an annual basis review the Code to determine if revisions are appropriate and shall make any necessary revisions based on such review.

## “LIVING OUR CREDO”

MAGNUS has carefully developed a strong reputation over many years. We have earned, and continue to maintain, the respect and trust of government officials, corporate decision makers, hospital administrators, researchers and even that of our competitors. This trust and respect is founded on our principles of honesty and fair dealing with all parties with whom we interact, whether they be clients, vendors or employees.

All companies experience failures and it is our goal to avoid them. If they occur, our policy is to acknowledge and learn from them—adjusting our procedures as necessary to ensure they don't recur. This spirit of honesty has a powerful effect on our reputation. We see protecting and improving this reputation as a critical factor in our future success.

The genesis of our philosophy was two conversations with clients a number of years ago. In the first, one of our most ardent supporters suggested we answer a single question—“how many times will a customer allow you to make a mistake before they make a change?” The answer then, as it is now, depends on the relationship we have with the client. A first experience which is poor makes it very likely the client will not come back. A client who has developed a level of trust will be more forgiving. At some point however, even the most loyal clients will leave if errors continue to occur.

In the second conversation, our key contact at one of the nation's largest insurance companies candidly explained her expectations. She said...

*“I expect you to do three things:*

*First, Do what you say you will do. Let me know, as soon as you can, if you can't do what you promised.*

*Second, Don't lie to me. I'm not stupid and, sooner or later, I'll figure it out.*

*Third, Charge what you said you would.”*

We have lost customers because of our failure to adhere to these guidelines. Breaking any of these three simple rules harms our relationship with the client and increases the chances that the client will leave—no client, no matter how small, will accept anything less over the long term.

MAGNUS primary goal is to continually act in the best interests of our clients. We evaluate new technology, new techniques and new processes to the best advantage of our clients. We seek to assist our clients in achieving their goals which generally include ensuring that their expenses are minimized while providing effective communications with their clients and business partners.

MAGNUS employees and business partners are encouraged to share ideas which can benefit our clients and, through this, establish stronger client bonds for our company. Through these strong client relationships, will achieve multiple benefits, including the security and growth we all desire.

**Yours respectfully,**



**Richard Antoine,  
President**

## Training

The laws and regulations that govern MAGNUS are complex and change frequently, requiring us to keep current with and refresh our understanding of external expectations and internal policies. For this reason, MAGNUS offers general compliance education, including education on FWA, the Code of Conduct and the Compliance Program for all Covered Persons, as well as training that is specific to particular job functions. This education is provided upon hire for new staff, at the time of contracting for certain contractors and annually thereafter for everyone. Education and training methods may include group presentations, online courses, and other formats. MAGNUS requires all Covered Persons to complete all required compliance training.

## Build Trust and Credibility

The success of our business is dependent on the trust and confidence we earn from our employees, customers and shareholders. We gain credibility by adhering to our commitments, displaying honesty and integrity and reaching company goals solely through honorable conduct. It is easy to say what we must do, but the proof is in our *actions*. Ultimately, we will be judged on what we do.

When considering any action, it is wise to ask: will this build trust and credibility for MAGNUS? Will it help create a working environment in which MAGNUS can succeed over the long term? Is the commitment I am making one I can follow through with? The only way we will maximize trust and credibility is by answering “yes” to those questions and by working every day to build our trust and credibility.

## Respect for the Individual

We all deserve to work in an environment where we are treated with dignity and respect. MAGNUS is committed to creating such an environment because it brings out the full potential in each of us, which, in turn, contributes directly to our business success. We cannot afford to let anyone’s talents go to waste.

MAGNUS is an equal employment/affirmative action employer and is committed to providing a workplace that is free of discrimination of all types from abusive, offensive or harassing behavior. Any employee who feels harassed or discriminated against should report the incident to his or her manager or to the President.

## Create a Culture of Open and Honest Communication

At MAGNUS everyone should feel comfortable to speak his or her mind, particularly with respect to ethics concerns. Managers have a responsibility to create an open and supportive environment where employees feel comfortable raising such questions. We all benefit tremendously when employees exercise their power to prevent mistakes or wrongdoing by asking the right questions at the right times. Further, Covered Persons must report any actual or suspected violations of this Code:



## Corporate Compliance Reporting Line

Report Security incidents, Compliance, Ethics, or Fraud, Waste and Abuse Concerns



**Mail:** MAGNUS Privacy Officer  
1313 N Grand Ave #280 - Walnut, CA 91789



**Call:** 888-839-5317



**Email:** MAGNUS.compliance@magnuscorp.com



Download reporting form

Anyone can report concerns, including employees, customers, providers, vendors, etc.

**MAGNUS** enforces a strict policy of non-retaliation. Retaliation against anyone who reports compliance concerns in good faith is strictly prohibited. If you see retaliation, or believe it has occurred, you must report it.

The Compliance Hotline provides you with a confidential and, if desired, anonymous way to raise concerns 24 hours a day, seven days a week. You may choose to remain anonymous, in which case the report will not identify you, although providing your name will assist us in more effectively investigating your concerns. MAGNUS strictly enforces a non-intimidation and non-retaliation policy for concerns raised in good faith.

MAGNUS takes all reports seriously. We will investigate all reported instances of questionable or unethical behavior. We welcome the opportunity to resolve issues that may arise and take steps to prevent them from recurring. All compliance investigations will be conducted and documented in accordance with MAGNUS' compliance Program. Whether conducted internally or by an authorized outside party (e.g. external investigators or outside counsel), we are all expected to fully cooperate and assist in the process. To safeguard the integrity of the investigative process, it is important that you maintain the confidentiality of the investigation-related information, as instructed. MAGNUS team members are not permitted to conduct their own compliance investigations, unless directed to do so by the MAGNUS Compliance officer. We each have an obligation to assist in any compliance investigations and provide information in an open, honest and transparent manner. In every instance where improper behavior is found to have occurred, the company will take appropriate action. We will not tolerate retaliation against employees who raise genuine ethics concerns in good faith.

For your information, MAGNUS's whistleblower policy is as follows:

Our Company is committed to providing a safe and productive work environment, free of threats to the health, safety, and well-being of our workers. These threats include, but are not limited to, harassment, discrimination, violations of health and safety rules, and violence.

Any employee who witnesses or is subject to inappropriate conduct in the workplace may complain to the president or to any Company officer. Any supervisor, manager, or Company officer who receives a complaint about, hears of, or witnesses any inappropriate conduct is required to immediately notify the president. Inappropriate

conduct includes any conduct prohibited by our policies about harassment, discrimination, discipline, workplace violence, health and safety, wages and hours, and drug and alcohol use. In addition, we encourage employees to come forward with any workplace complaint, even if the subject of the complaint is not explicitly covered by our written policies.

We encourage you to come forward with complaints immediately, so we can take whatever action is needed to handle the problem. Once a complaint has been made, the president will determine how to handle it. For serious complaints, we will immediately conduct a complete and impartial investigation.

We expect all employees to cooperate fully in Company investigations by, for example, answering questions completely and honestly and giving the investigator all documents and other material that might be relevant. All complaints will be handled as confidentially as possible. When the investigation is complete, the company will take corrective action, if appropriate.

We will not engage in or allow retaliation against any employee who makes a good faith complaint or participates in an investigation. If you believe that you are being subjected to any kind of negative treatment because you made or were questioned about a complaint, report the conduct immediately to the president.

Employees are encouraged, in the first instance, to address such issues with their managers or the HR manager, as most problems can be resolved swiftly. If for any reason that is not possible or if an employee is not comfortable raising the issue with his or her manager or HR, MAGNUS's President operates with an open-door policy.

## Set Tone at the Top

Management has the added responsibility for demonstrating, through their actions, the importance of this Code. In any business, ethical behavior does not simply happen; it is the product of clear and direct communication of behavioral expectations, modeled from the top and demonstrated by example. Again, ultimately, our actions are what matters.

To make our Code work, managers must be responsible for promptly addressing ethical questions or concerns raised by employees and for taking the appropriate steps to deal with such issues. Managers should not consider employees' ethics concerns as threats or challenges to their authority, but rather as another encouraged form of business communication. At MAGNUS, we want the ethics dialogue to become a natural part of daily work.

## Uphold the Law

MAGNUS's commitment to integrity begins with complying with laws, rules and regulations where we do business. Further, each of us must have an understanding of the company policies, laws, rules and regulations that apply to our specific roles. If we are unsure of whether a contemplated action is permitted by law or MAGNUS policy, we should seek the advice from the resource expert. We are responsible for preventing violations of law and for speaking up if we see possible violations.

## Competition

We are dedicated to ethical, fair and vigorous competition. We will sell MAGNUS products and services based on their merit, superior quality, functionality and competitive pricing. We will make independent pricing and marketing decisions and will not improperly cooperate or coordinate our activities with our competitors. We will not offer or solicit improper payments or gratuities in connection with the purchase of goods or services for MAGNUS or the sales of its products or services, nor will we engage or assist in unlawful boycotts of particular customers.

## Proprietary Information

It is important that we respect the property rights of others. We will not acquire or seek to acquire improper means of a competitor's trade secrets or other proprietary or confidential information. We will not engage in unauthorized use, copying, distribution or alteration of software or other intellectual property.

## Selective Disclosure

We will not selectively disclose (whether in one-on-one or small discussions, meetings, presentations, proposals or otherwise) any material nonpublic information with respect to MAGNUS or its clients, their securities, business operations, plans, financial condition, results of operations or any development plan. We should be particularly vigilant when making presentations or proposals to customers to ensure that our presentations do not contain material nonpublic information.

## Avoid Conflicts of Interest

### Conflicts of Interest

We must avoid any relationship or activity that might impair, or even appear to impair, our ability to make objective and fair decisions when performing our jobs. At times, we may be faced with situations where the business actions we take on behalf of MAGNUS may conflict with our own personal or family interests because of the course of action that is best for us personally may not also be the best course of action for MAGNUS. We owe a duty to MAGNUS to advance its legitimate interests when the opportunity to do so arises. We must never use MAGNUS property or information for personal gain or personally take for ourselves any opportunity that is discovered through our position with MAGNUS.

### Here are some other ways in which conflicts of interest could arise:

1. Being employed (you or a close family member) by, or acting as a consultant to, a competitor or potential competitor, supplier or contractor, regardless of the nature of the employment, while you are employed with MAGNUS.
2. Hiring or supervising family members or closely related persons.
3. Serving as a board member for an outside commercial company or organization.
4. Owning or having a substantial interest in a competitor, supplier or contractor.
5. Having a personal interest, financial interest or potential gain in any MAGNUS transaction.
6. Placing company business with a firm owned or controlled by a MAGNUS employee or his or her family.

7. Accepting gifts, discounts, favors or services from a customer/potential customer, competitor or supplier, unless equally available to all MAGNUS employees.

Determining whether a conflict of interest exists is not always easy to do. Employees with a conflict of interest question should seek advice from management. Before engaging in any activity, transaction or relationship that might give rise to a conflict of interest, employees must seek review from their managers or the President.

### Gifts, Gratuities and Business Courtesies

MAGNUS is committed to competing solely on a merit of our products and services. We should avoid any actions that create a perception that favorable treatment of MAGNUS by outside entities was sought, received or given in exchange for personal business courtesies. Business courtesies include gifts, gratuities, meals, refreshments, entertainment or other benefits from persons or companies with whom MAGNUS does or may do business. We will neither give nor accept business courtesies that constitute, or could reasonably be perceived as constituting, unfair business inducements that would violate law, regulation or policies of MAGNUS or customers, or would cause embarrassment or reflect negatively on MAGNUS's reputation.

### Accepting Business Courtesies

Most business courtesies offered to us in the course of our employment are offered because of our positions at MAGNUS. We should not feel any entitlement to accept and keep a business courtesy. Although we may not use our position at MAGNUS to obtain business courtesies, and we must never ask for them, we may accept unsolicited business courtesies that promote successful working relationships and good will with the firms that MAGNUS maintains or may establish a business relationship with.

Employees who award contracts or who can influence the allocation of business, who create specifications that result in the placement of business or who participate in negotiation of contracts must be particularly careful to avoid actions that create the appearance of favoritism or that may adversely affect the company's reputation for impartiality and fair dealing. The prudent course is to refuse a courtesy from a supplier when MAGNUS is involved in choosing or reconfirming a supplier or under circumstances that would create an impression that offering courtesies is the way to obtain MAGNUS business.

### Meals, Refreshments and Entertainment

We may accept occasional meals, refreshments, entertainment and similar business courtesies that are shared with the person who has offered to pay for the meal or entertainment, provided that:

- They are not inappropriately lavish or excessive.
- The courtesies are not frequent and do not reflect a pattern of frequent acceptance of courtesies from the same person or entity.
- The courtesy does not create the appearance of an attempt to influence business decisions, such as accepting courtesies or entertainment from a supplier whose contract is expiring in the near future.
- The employee accepting the business courtesy would not feel uncomfortable discussing the courtesy with his or her manager or co-worker or having the courtesies known by the public.

## Gifts

Employees may accept unsolicited gifts, other than money, that conform to the reasonable ethical practices of the marketplace, including:

- Flowers, fruit baskets and other modest presents that commemorate a special occasion.
- Gifts of nominal value, such as calendars, pens, mugs, caps and t-shirts (or other novelty, advertising or promotional items).

Generally, employees may not accept compensation, honoraria or money of any amount from entities with whom MAGNUS does or may do business. Tangible gifts (including tickets to a sporting or entertainment event) that have a market value greater than \$100 may not be accepted unless approval is obtained from management.

Employees with questions about accepting business courtesies should talk to their managers or the HR department.

## Offering Business Courtesies

Any employee who offers a business courtesy must assure that it cannot reasonably be interpreted as an attempt to gain an unfair business advantage or otherwise reflect negatively upon MAGNUS. An employee may never use personal funds or resources to do something that cannot be done with MAGNUS resources. Accounting for business courtesies must be done in accordance with approved company procedures.

Other than to our government customers, for whom special rules apply, we may provide nonmonetary gifts (i.e., company logo apparel or similar promotional items) to our customers. Further, management may approve other courtesies, including meals, refreshments or entertainment of reasonable value, provided that:

- The practice does not violate any law or regulation or the standards of conduct of the recipient's organization.
- The business courtesy is consistent with industry practice, is infrequent in nature and is not lavish.
- The business courtesy is properly reflected on the books and records of MAGNUS.

## Set Metrics and Report Results Accurately

### Accurate Public Disclosures

We will make certain that all disclosures made in financial reports and public documents are full, fair, accurate, timely and understandable. This obligation applies to all employees, including all financial executives, with any responsibility for the preparation for such reports, including drafting, reviewing and signing or certifying the information contained therein. No business goal of any kind is ever an excuse for misrepresenting facts or falsifying records.

Employees should inform Executive Management and the HR department if they learn that information in any filing or public communication was untrue or misleading at the time it was made or if subsequent information would affect a similar future filing or public communication.

## Corporate Recordkeeping

We create, retain and dispose of our company records as part of our normal course of business in compliance with all MAGNUS policies and guidelines, as well as all regulatory and legal requirements.

All corporate records must be true, accurate and complete, and company data must be promptly and accurately entered in our books in accordance with MAGNUS's and other applicable accounting principles.

We must not improperly influence, manipulate or mislead any authorized audit, nor interfere with any auditor engaged to perform an internal independent audit of MAGNUS books, records, processes or internal controls.

## Promote Substance Over Form

At times, we are all faced with decisions we would rather not have to make and issues we would prefer to avoid. Sometimes, we hope that if we avoid confronting a problem, it will simply go away.

At MAGNUS, we must have the courage to tackle the tough decisions and make difficult choices, secure in the knowledge that MAGNUS is committed to doing the right thing. At times this will mean doing more than simply what the law requires. Merely because we can pursue a course of action does not mean we *should* do so.

Although MAGNUS's guiding principles cannot address every issue or provide answers to every dilemma, they can define the spirit in which we intend to do business and should guide us in our daily conduct.

## Accountability

Each of us is responsible for knowing and adhering to the values and standards set forth in this Code and for raising questions if we are uncertain about company policy. If we are concerned whether the standards are being met or are aware of violations of the Code, we must contact the HR department.

MAGNUS takes seriously the standards set forth in this Code, and violations are cause for disciplinary action up to and including termination of employment.

## Be Loyal

### Confidential and Proprietary Information

Integral to MAGNUS's business success is our protection of confidential company information, as well as nonpublic information entrusted to us by employees, customers and other business partners. Confidential and proprietary information includes such things as pricing and financial data, customer names/addresses or nonpublic information about other companies, including current or potential supplier and vendors. We will not disclose confidential and nonpublic information without a valid business purpose and proper authorization.

## Use of Company Resources

Company resources, including time, material, equipment and information, are provided for company business use. Nonetheless, occasional personal use is permissible as long as it does not affect job performance or cause a disruption to the workplace.

Employees and those who represent MAGNUS are trusted to behave responsibly and use good judgment to conserve company resources. Managers are responsible for the resources assigned to their departments and are empowered to resolve issues concerning their proper use.

Generally, we will not use company equipment such as computers, copiers and fax machines in the conduct of an outside business or in support of any religious, political or other outside daily activity, except for company-requested support to nonprofit organizations. We will not solicit contributions nor distribute non-work-related materials during work hours.

In order to protect the interests of the MAGNUS network and our fellow employees, MAGNUS reserves the right to monitor or review all data and information contained on an employee's company-issued computer or electronic device, the use of the Internet or MAGNUS's intranet. We will not tolerate the use of company resources to create, access, store, print, solicit or send any materials that are harassing, threatening, abusive, sexually explicit or otherwise offensive or inappropriate.

Questions about the proper use of company resources should be directed to your manager.

## Fraud, Waste And Abuse

### Purpose of FWA Policy

FWA are significant concerns of all health care organizations. Combating FWA in all forms is our legal and ethical obligation, and it is essentially linked to our ability to provide services of the highest quality to the LEP community we hope to serve. MAGNUS and all Covered Persons must constantly be vigilant in preventing, detecting and remediating the various types of FWA, and Covered Persons must promptly report any activity that is suspected of being fraudulent, wasteful or abusive. This is not only expected by our members and clients in order to keep health care affordable, it is also required by the federal and state governments.

- **Fraud:** Fraud is an intentional misrepresentation of a known fact made for the purpose of obtaining a benefit or financial gain. Fraud encompasses an array of irregularities and illegal acts characterized by intentional deception. These include, but are not limited to, theft, embezzlement, and bribery, misappropriations, falsifying records, forgery or alteration of documents, kickbacks, destruction or removal of property.
- **Waste:** Waste includes any practice that results in an unnecessary use or consumption of financial or medical resources. Waste does not necessarily involve personal gain, but often signifies poor management decisions, practices or controls.
- **Abuse:** Abuse is a practice that is inconsistent with accepted business, financial, or medical practices or standards and that results in unnecessary costs or reimbursement.

The failure of any MAGNUS team member to properly and timely identify and address FWA may subject MAGNUS to substantial legal, financial, brand and reputation risks. MAGNUS team

members, business partners and others may submit FWA concerns, anonymously if preferred, through the toll-free Compliance Hotline.

### Disclosing & Returning Overpayments

MAGNUS identifies, investigates and addresses all potential violations of law and compliance issues, and discloses relevant findings to appropriate governmental agencies, consistent with its obligations under applicable laws, regulations, guidelines and contractual requirements. MAGNUS reports timely to its clients, or governmental agencies as appropriate, any overpayments and makes necessary refunds. Under federal law, all identified overpayments must be refunded to the government payer within 60 days of identification. Failure to do so can result in fines and other penalties. Therefore, Covered Persons must promptly report knowledge of any overpayment to the Compliance Officer.

### Resources for Questions or Concerns

MAGNUS expects you to be able to recognize actual or potential problems, and to seek advice when you have a question. You must report any actual or suspected violations of this Code to a compliance representative, a manager, a senior staff member, the legal department, Human Resources or to the Chief Compliance Officer or Compliance Committee. You can also anonymously report concerns by calling the Compliance Hotline.

### Media Inquiries

MAGNUS is a high-profile company in our community, and from time to time, employees may be approached by reporters and other members of the media. In order to ensure that we speak with one voice and provide accurate information about the company, we should direct all media inquiries to the Marketing Director. No one may issue a press release without first consulting with the Marketing Director.

### Do the Right Thing

Several key questions can help identify situations that may be unethical, inappropriate or illegal. Ask yourself:

- Does what I am doing comply with the MAGNUS guiding principles, Code of Conduct and company policies?
- Have I been asked to misrepresent information or deviate from normal procedure?
- Would I feel comfortable describing my decision at a staff meeting?
- How would it look if it made the headlines?
- Am I being loyal to my family, my company and myself?
- What would I tell my child to do?
- Is this the right thing to do?